

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE**

AUDATEX NORTH AMERICA, INC.,

Plaintiff,

v.

MITCHELL INTERNATIONAL, INC.,

Defendant.

Civil Action No. 1:12-CV-00139-GMS

Honorable Gregory M. Sleet

**DECLARATION OF JESSE HERRERA IN SUPPORT OF
DEFENDANT MITCHELL INTERNATIONAL, INC.'S MOTION TO
TRANSFER VENUE PURSUANT TO 28 U.S.C. § 1404(a)**

I, Jesse Herrera, hereby declare as follows:

1. I am the Senior Vice President of Product and Customer Experience at Mitchell International, Inc. ("Mitchell"). In that capacity, I am familiar with the Mitchell WorkCenter™ software product, the identity and location of documents, including source code, and the witnesses that will likely be relevant to the allegations made against Mitchell in this lawsuit. I currently work at Mitchell's headquarters in San Diego, California, and reside in the Southern District of California. I make this declaration of my own personal knowledge and, if called as a witness, would testify to the matters set forth.

Mitchell's Business is Largely Located in the Southern District of California

2. Mitchell was incorporated in Delaware, but maintains its headquarters and principal place of business in San Diego, California. Mitchell has seven offices in the United States, four of which are located in California. The largest Mitchell office, with the highest number of full-time employees, is Mitchell's corporate headquarters in San Diego, California.

3. Mitchell does not have any offices, facilities, or employees in Delaware.

4. Mitchell is a leading provider of Property & Casualty claims management solutions, and processes over 50 million transactions annually for over 300 insurance companies and/or claims payers and over 30,000 auto collision repair shops.

5. Among claims management solutions, Mitchell offers the WorkCenter™ software, the software accused in this lawsuit.

6. WorkCenter™ is primarily designed, engineered, and maintained in San Diego, California. No aspect of the WorkCenter™ software was designed or engineered or is maintained in the District of Delaware.

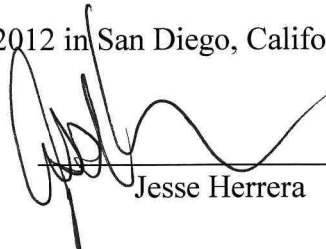
Mitchell's Witnesses are Located in the Southern District of California

7. The vast majority of Mitchell's employees who are likely to have information about the WorkCenter™ software relevant to the lawsuit, and who therefore may be witnesses in this case, work at Mitchell's headquarters in San Diego, California and reside in the Southern District of California. These Mitchell employees and I can be expected to testify about the research, design, development, testing, operation, marketing, and finances of Mitchell's WorkCenter™ software.

Mitchell's Documents and Records are Located in the Southern District of California

8. The development documents, source code, and other documents relevant to the WorkCenter™ software are located in, or are accessed from Mitchell's headquarters in San Diego, California. I am not aware of any Mitchell documents or records located in Delaware.

I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge and belief. Executed on October 12, 2012 in San Diego, California.


Jesse Herrera